

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEBRASKA**

In re:

SPECIALTY RETAIL SHOPS HOLDING CORP., *et al.*,¹

Debtors.

) Chapter 11

) Case No. 19-80064 (TLS)

) (Jointly Administered)

) **Re: Docket No. 184, 375**

**ORDER ON MCKESSON CORPORATION'S MOTION FOR CLARIFICATION OF
ORDER [DOCKET NO. 184] GRANTING APPLICATION TO EMPLOY HOULIHAN
LOKEY CAPITAL, INC., AS FINANCIAL ADVISOR FOR DEBTOR SPECIALTY
RETAIL SHOPS HOLDING CORP.**

This Matter came on for hearing upon McKesson Corporation's Motion For Clarification Of Order [Docket No. 184] Granting Application To Employ Houlihan Lokey Capital, Inc., as Financial Advisor For Debtor Specialty Retail Shops Holding Corp. (the "Motion"), by which McKesson requested clarification of the order approving the retention of Houlihan Lokey Capital, Inc. ("Houlihan") entered on January 25, 2019, (the "Houlihan Retention Order") and its effect on an interested party's ability to challenge the validity, priority and treatment of any potential indemnity claims that Houlihan could assert under the Engagement Agreement² between Houlihan and the Debtor, specifically whether the Houlihan Retention Order barred parties from challenging any such claims. This Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation, LLC (4219); Penn-Daniels, LLC (0040); Place's Associates' Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); Shopko Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592). The location of the Debtors' service address is: 700 Pilgrim Way, Green Bay, Wisconsin 54304.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in Debtor's Application to Employ Houlihan (Docket No. 150).

§§ 157 and 1334, Nebraska General Rule 1.5 of the United States District Court for the District of Nebraska, Section 105 (a) of the Bankruptcy Code, and Bankruptcy Rules 6003 (a), 9024, and Rule 9013 (d) of the Nebraska Rules of Bankruptcy Procedure; and, that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and that proper notice of the Motion and opportunity for a hearing on the Motion were provided, and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish sufficient cause for the Court to clarify the Houlihan Retention Order as provided herein, and after due deliberation, IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. This Court hereby clarifies that nothing in the Houlihan Retention Order was intended to, or shall serve to, prohibit any party from taking any position regarding any claims under the indemnification provisions set forth in Engagement Agreement, whether concerning their validity, priority, treatment, payment or amount. Houlihan’s ability to submit a claim for approval under the indemnity provisions of the Engagement Agreement should that become necessary, and all parties rights to object thereto on any appropriate grounds are in no way limited, restricted or prevented by the Houlihan Retention Order, and for avoidance of doubt Houlihan’s, McKesson Corporation’s, all other parties in interest’s rights, and remedies regarding any such indemnification claims are preserved in all respects for future determination by the Court.
3. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

4. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this order are immediately effective and enforceable upon its entry.

5. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this order.

Omaha, Nebraska

Dated: March 20, 2019

/s/Thomas L. Saladino

THE HONORABLE THOMAS L. SALADINO
UNITED STATES BANKRUPTCY JUDGE